

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

BIG LOTS, INC., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 24-11967 (JKS)

(Jointly Administered)

**Re: D.I. 1828**

**CERTIFICATION OF COUNSEL REGARDING ORDER APPROVING  
LEASE TERMINATION AGREEMENT**

The undersigned counsel to the above-captioned debtors and debtors in possession (the “**Debtors**”) hereby certify as follows:

1. On January 2, 2025, the Bankruptcy Court entered its *Order (I) Approving the Asset Purchase Agreement, (II) Authorizing and Approving the Sale of Certain of the Debtors’ Assets Free and Clear of All Claims, Liens, Rights, Interests, Encumbrances, and Other Assumed Liabilities and Permitted Encumbrances, (III) Authorizing and Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief* [Docket No. 1556] (the “**GBRP Sale Order**”<sup>2</sup>), pursuant to which, among other things, the Debtors sold substantially all of their assets to Gordon Brothers Retail Partners, LLC (“**GBRP**”),

---

<sup>1</sup> The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors’ corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

<sup>2</sup> Capitalized terms used herein and not otherwise defined shall have the meanings ascribed thereto in the GBRP Sale Order.

including “Designation Rights” with respect to certain leasehold interests, including the Lease (as defined below).

2. WRP Gateway LLC (“**WRP Gateway**”), as landlord, and Big Lots Stores – PNS, as lessee, are parties to a lease for non-residential real property located at 120 North Fair Ave., Yakima, Washington 98901 (the “**Lease**”).

3. In furtherance of the Designation Rights, GBRP and WRP Gateway have agreed to terminate the Lease in exchange for valuable consideration, as detailed in the lease termination agreement (the “**Lease Termination Agreement**”) included as Exhibit B to the *Notice of Filing of Third Post-Closing Designation Notice* [Docket No. 1828].

4. This Court’s entry of an order approving the entirety of the Lease Termination Agreement is a condition precedent to the effectiveness of the Lease Termination Agreement.

5. To that end, the parties request that this Court enter the proposed form of order approving the Lease Termination Agreement (the “**Proposed Order**”), attached hereto as **Exhibit 1**.

6. Counsel for WRP Gateway and GBRP have reviewed the Proposed Order and have agreed to its entry.

WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Order at its earliest convenience.

*[Signature page follows]*

Dated: January 28, 2025  
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Casey B. Sawyer

Robert J. Dehney, Sr. (No. 3578)  
Andrew R. Remming (No. 5120)  
Daniel B. Butz (No. 4227)  
Tamara K. Mann (No. 5643)  
Sophie Rogers Churchill (No. 6905)  
1201 N. Market Street, 16<sup>th</sup> Floor  
Wilmington, DE 19801  
Tel: (302) 658-9200  
rdehney@morrisnichols.com  
aremming@morrisnichols.com  
dbutz@morrisnichols.com  
tmann@morrisnichols.com  
srchurchill@morrisnichols.com

-and-

DAVIS POLK & WARDWELL LLP

Brian M. Resnick (admitted *pro hac vice*)  
Adam L. Shpeen (admitted *pro hac vice*)  
Stephen D. Piraino (admitted *pro hac vice*)  
Ethan Stern (admitted *pro hac vice*)  
450 Lexington Avenue  
New York, NY 10017  
Tel.: (212) 450-4000  
brian.resnick@davispolk.com  
adam.shpeen@davispolk.com  
stephen.piraino@davispolk.com  
jonah.peppiatt@davispolk.com  
ethan.stern@davispolk.com

*Counsel to the Debtors and Debtors in Possession*